ASSIGNMENT OF LEASE

Dated as of December 20, 1979

between

NAPORANO IRON AND METAL CO. Assignor,

and

NIM LEASING CORP. Assignee

Covering Various XF and XM Boxcars

Recordation No.

Filed and Recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on $$\operatorname{at}$$.

ASSIGNMENT

NAPORANO IRON AND METAL COMPANY (Naporano), a corporation of the State of New Jersey, Assignor herein, of foot of Hawkins Street, City of Newark, State of New Jersey, FOR VALUE RECEIVED, by these premises does grant, convey and assign to NIM LEASING CORP. (NIM), a corporation of the State of New Jersey of Foot of Hawkins Street, City of Newark, State of New Jersey, all of its right, title and interest, in and to the Lease Agreement dated November 27, 1979 between Naporano and McHUGH BROTHERS HEAVY HAULING COMPANY, INC., Lessor and Operator of NEW HOPE & IVYLAND RAILROAD COMPANY (New Hope) a Pennsylvania Corporation, wherein and whereby Naporano agreed to lease to New Hope and New Hope agreed to lease from Naporano up to two hundred (200) 50' rehabilitated XF box cars.

IN WITNESS WHEREOF, the Assignor herein has executed this Assignment this 20TH DAY OF DECEMBER, 1979.

NAPORANO IRON AND METAL COMPANY

ATTEST

ANDREW J. NAPORANO VR. SEC. Joseph Naporano Pres

STATE OF NEW JERSEY

COUNTY OF ESSEX

BE IT REMEMBERED, That on this 20th DAY OF DECEMBER, 1979, before me, the subscriber, a NOTARY PUBLIC, personally appeared JOSEPH NAPORANO President of NAPORANO TRON & HETAL CO, who, I am satisfied, is the person who has signed the within Instrument; and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as such officer aforesaid; and that the within instrument is the voluntary act and deed of said corporation made by virtue of authority from its Board of Directors.

ANTHONY B. D'ALESSIO NOTARY PUBLIC OF NEW JERSEY My Commission expires Apr. 27, 1980